

705000032710

Florida Department of State
 Division of Corporations
 Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000053953 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
 Fax Number : (850) 205-0381

From:

Account Name : HENDERSON, FRANKLIN, STARNES & HOLT, P.A.
 Account Number : 075410002172
 Phone : (239) 334-4121
 Fax Number : (239) 334-4100

FLORIDA PROFIT CORPORATION OR P.A.

GALLOWAY AUTOMOTIVE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

[Electronic Filing Menu](#)

[Corporate Filing](#)

[Public Access Help](#)

js

0510R-3 M18:40
 FILED
 FLORIDA DEPARTMENT OF STATE
 TALLAHASSEE, FLORIDA

FAX AUDIT NO.: H05000053953 3

**ARTICLES OF INCORPORATION
OF
GALLOWAY AUTOMOTIVE, INC.**

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

**ARTICLE 1
NAME AND ADDRESS**

The name of this corporation shall be GALLOWAY AUTOMOTIVE, INC. The initial principal business address of the corporation is 1800 Boy Scout Drive, Fort Myers, Florida 33907.

**ARTICLE 2
DURATION**

The corporation shall commence upon the filing of these Articles and shall have perpetual existence thereafter.

**ARTICLE 3
PURPOSE**

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

**ARTICLE 4
CAPITAL STRUCTURE**

The aggregate number of shares of capital stock which this corporation shall have the authority to issue shall be one million (1,000,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00). Nine hundred ninety thousand (990,000) of the authorized shares shall be designated as non-voting common stock and ten thousand (10,000) of the authorized shares shall be designated as voting common stock; with the exception of voting rights, the shareholders shall have identical rights in all other respects.

**ARTICLE 5
INITIAL REGISTERED AGENT & OFFICE**

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, are as follows:

FAX AUDIT NO.: H05000053953 3

FAX AUDIT NO.: H05000053953 3

NAMEADDRESS

SAM M. GALLOWAY, JR.

1800 Boy Scout Drive
Fort Myers, Florida 33907**ARTICLE 6**
DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have four (4) Directors initially, and the names and addresses of the initial Directors are as follows:

NAMEADDRESS

SAM M. GALLOWAY, JR.

1800 Boy Scout Drive
Fort Myers, Florida 33907

SAM M. GALLOWAY, III

1800 Boy Scout Drive
Fort Myers, Florida 33907

KATHERINE G. DOUGHERTY

1800 Boy Scout Drive
Fort Myers, Florida 33907

ROBERT WILLIAM GALLOWAY

1800 Boy Scout Drive
Fort Myers, Florida 33907**ARTICLE 7**
PREEMPTIVE RIGHTS

Every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

ARTICLE 8
BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended, or repealed by the shareholders of the corporation may not be repealed, altered, amended, or readopted by the Board of Directors if the shareholders so provide.

FAX AUDIT NO.: H05000053953 3

ARTICLE 9
SHAREHOLDERS' AGREEMENT

In the event a Shareholders' Agreement exists and there are any inconsistencies in terms between these Articles of Incorporation and the Shareholders' Agreement, the terms of the Shareholders' Agreement will control.

ARTICLE 10
INCORPORATOR

The name and the address of the person signing these Articles of Incorporation are as follows:


NAME

ADDRESS

SAM M. GALLOWAY, JR.

1800 Boy Scout Drive
Fort Myers, Florida 33907

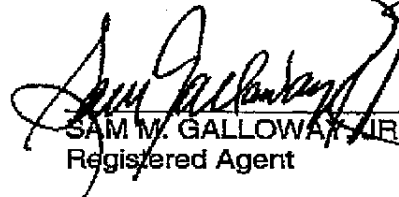
These Articles of Incorporation have been executed this 24th day of February, 2005.



SAM M. GALLOWAY, JR., Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



SAM M. GALLOWAY, JR.
Registered Agent

FAX AUDIT NO.: H05000053953 3

051116-3 PM 0:10
RECEIVED
FEB 24 2005
FBI - MIAMI

FILED